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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
DELPHI CORPORATION, et al., : Chapter 11
: Case No. 05-44481 [RDD]
Debtors. : Jointly Administered
: :
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**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM
NUMBER 14664 (COOPER-STANDARD AUTOMOTIVE INC. F/K/A ITT
AUTOMOTIVE FLUID HDG. SYST./DEUTSCHE BANK SECURITIES INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Cooper-Standard Automotive Inc. f/k/a ITT Automotive Fluid Hdg. Syst. ("Cooper-Standard") and Deutsche Bank Securities Inc. ("Deutsche Bank") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14664 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 31, 2006, Cooper-Standard filed proof of claim number 14664 against Delphi, asserting an unsecured non-priority claim in the amount of \$2,624,997.09 for sale of goods (the "Claim"); and

WHEREAS, on June 16, 2007, Cooper-Standard transferred the Claim to Deutsche Bank pursuant to a Notice of Transfer (Docket No. 8274); and

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection").; and

WHEREAS, on October 18, 2007, Cooper-Standard filed a Response To Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims; (B) Untimely Equity Claim; (C) Insufficiently Documented Claims; (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claim, And (F) Claims Subject To Modification, Tax Claim Subject To Modification And Modified Claims Asserting Reclamation (Docket No. 10636) (the "Response"); and

WHEREAS, Cooper-Standard (and its affiliate ITT Higbie Blaylock) received two (2) Notices of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned under Plan of Reorganization (the "Cure Notices") and Cooper-Standard objected to the cure amounts listed in the Cure Notices (the "Cure Objections"); and

WHEREAS, on March 28, 2008, to resolve the Twenty-First Omnibus Claims Objection with respect to the Claim and the Cure Objections, DAS LLC, Cooper-Standard and Deutsche Bank entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$2,250,000 as a general unsecured non-

priority claim, \$48,742.28 (the "Cure Amount") of which will be paid in cash as a cure payment with respect to the assumption of P.O. numbers: D0550004857, D0550005537, D0550011362, D0550014214 and D0550026011; and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors, Deutsche Bank and Cooper-Standard stipulate and agree as follows:

1. The Claim is hereby allowed in the amount of \$2,250,000 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. Without further order of the Court, DASS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the Cure Amount paid on account of the assumption, pursuant to section 365 of the Bankruptcy Code.
3. The Twenty-First Omnibus Claims Objection and the Response are hereby withdrawn with prejudice.
4. The Cure Objections are amended and the cure amounts shall be paid by DAS LLC in cash.
5. This Stipulation does not impact, alter or affect any other proofs of claim that Cooper-Standard or Deutsche Bank may have filed against the Debtors and it relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York
March 28, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,

By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)

A Member of the Firm

One Penn Plaza, Suite 3335

New York, New York 10119

(212) 594-5000

Dated: Detroit, Michigan
March 28, 2008

COOPER-STANDARD AUTOMOTIVE, INC.,
By its Counsel,
BODMAN LLP,
By

/s/ Ralph E. McDowell
RALPH E. MCDOWELL (P39235)
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6TH Floor at Ford Field
1901 St. Antoine Street
Detroit, Michigan 48226
(313) 393-7592

Dated: March 28, 2008

DEUTSCHE BANK SECURITIES INC.,
By

/s/ Scott G. Martin
Managing Director

/s/ Ray Costa
Managing Director

SO ORDERED

This 8th day of April, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN